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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:
MSR RESORT GOLF COURSE LLC, *et al.*,
Debtors.

Chapter 11
Case No. 11-10372 (SHL)
(Joint Administration Requested)

**VERIFIED STATEMENT OF
ARNOLD & PORTER LLP PURSUANT TO
FEDERAL RULE OF BANKRUPTCY PROCEDURE 2019**

Arnold & Porter LLP (“A&P”) hereby submits this verified statement (the “Verified Statement”) pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure in connection with the above-captioned chapter 11 cases of MSR Resort Golf Course LLC, and its debtor affiliates (collectively, the “Debtors”) and respectfully states as follows:

1. A&P is counsel to Hilton Worldwide, Inc. (f/k/a Hilton Hotels Corporation) and its affiliate 90210 Management Company, LLC (collectively, “Hilton”) and The Professional Golfers’ Association of America (the “PGA”) (collectively, the “Entities”) in the above-entitled cases (the “Cases”).

2. A&P currently represents each of the Entities in the Cases with respect to its respective claims and rights.

3. I, Michael J. Canning, an attorney at law and partner in the firm of A&P with my primary office located at 399 Park Avenue, New York, New York, 10022-4690, am a member in good standing admitted to practice in the State of New York, and make this verified statement. I am one of a group of A&P attorneys who represent Hilton in the Cases. Hilton’s address is 7930 Jones Branch Drive, McLean, Virginia 22201.

4. On February 7, 2011, A&P filed a Notice of Appearance and Demand for Notices and Papers as counsel to Hilton. Hilton was listed as a creditor of the Debtors and serves as a resort manager. A&P’s representation of Hilton in connection with the Debtors commenced prior to the filing of the Cases. A&P has previously represented Hilton in other matters. As of the date of this verified statement, Hilton has not filed a proof of claim in the Cases. Hilton’s claims in the Cases arise from Hilton’s business dealings with the Debtors.

5. Lisa Hill Fenning, an attorney at law and partner in the firm of A&P whose primary office is located at 777 S. Figueroa Street, 44th Floor, Los Angeles, California, 90017-5844, is a member in good standing admitted to practice in the State of New York and is a member of the bar of this Court. She is one of a group of A&P attorneys who

represent the PGA in the Cases. PGA's address is 100 Avenue of the Champions, Palm Beach, Florida, 33418-3653. A&P has previously represented the PGA in a variety of matters.

6. On March 9, 2011, A&P filed a Notice of Appearance and Demand for Notices and Papers as counsel for PGA in the Cases. PGA has claims against the Debtors arising out of, among other things, the Agreement between The Professional Golfers' Association of America and LML Development Corp. of California dated as of March 5, 1984 for the use of the trademark "PGA West" at the La Quinta resort. As of the date of this verified statement, PGA has not filed a proof of claim in the Cases.

7. A&P's representation of each of the Entities is separate and individual, and not a joint representation.

8. Upon information and belief, A&P as a firm does not own, nor has it ever owned, any claim against the Debtors in these cases, nor equity securities of the Debtors.

The undersigned certifies that this verified statement is true and accurate, to the best of his knowledge and belief.

DATED: March 10, 2011
New York, New York

/s/ Michael Canning
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